

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X	.	Chapter 11
In re	.	
	.	Case No. 05-44481 (RDD)
DELPHI CORPORATION, <u>et. al.</u>	.	
	.	(Jointly Administered)
-----X		

**AFFIDAVIT OF ORDINARY COURSE PROFESSIONAL<sup>1</sup>**

STATE OF MICHIGAN )  
 ) ss.  
COUNTY OF WAYNE )

Randolph D. Phifer, being duly sworn deposes and says:

1. I am a principal of Phifer & White, P.C. which firm maintains offices at 1274 Library, Suite 500, Detroit, MI 48226.
2. Neither I, nor Phifer & White, P.C., nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.
3. Phifer & White, P.C. has represented and advised the Debtors in the State of Michigan with respect to a broad range of aspects of the Debtor's business.
4. The Debtors have requested, and Phifer & White, P.C., has agreed, to continue to represent and advise the Debtors pursuant to section 327(e)

1 Only applicable to attorneys rendering legal services to the Debtors.

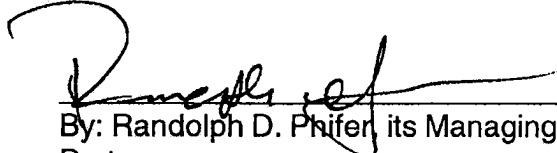
of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code"), with respect to such matters. Additionally, the Debtors have requested, and Phifer & White, P.C. proposes, to render the following services to the Debtors: Defense of Worker's Compensation Claims.

5. Phifer & White, P.C.'s current fees arrangement is \$80.00 per hour.
6. Except as set forth herein, no promises have been received by Phifer & Whites, P.C., or any partner, auditor or other member thereof as to compensation in connection with these Chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.
7. Phifer & White, P.C. has no agreement with any entity to share with such entity any compensation received by Phifer & White, P.C.
8. Phifer & White, P.C. and its partners, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to this pending chapter 11 cases. Phifer & White, P.C. does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.

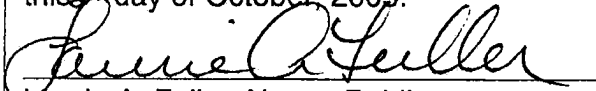
9. Neither I, Randolph D. Phifer, managing partner of Phifer & White, P.C., nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which Phifer & White is to be engaged.
10. The foregoing constitutes the statement of Phifer & White, P.C., pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

Further affiant sayeth not.

PHIFER & WHITE, P.C.

  
By: Randolph D. Phifer, its Managing  
Partner

Subscribed and sworn to before me  
this 27<sup>th</sup> day of October, 2005.

  
Laurie A. Fuller, Notary Public  
Wayne County, State of  
My Commission Expires: 4/29/07  
Acting in Wayne County, MI